

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BRIARWOOD INVESTMENTS, INC.,
Individually and On Behalf of All Others
Similarly Situated

Plaintiff,

CARE INVESTMENT TRUST INC., F. SCOTT
KELLMAN, ROBERT O'NEILL and FLINT D.
BESECKER,

Defendant.

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: Civil Action No. 1:07-cv-08159-LLS
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: CLASS ACTION
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**DECLARATION OF JONATHAN GARDNER
IN OPPOSITION TO DEFENDANTS' MOTION TO DISMISS
PLAINTIFFS' AMENDED CLASS ACTION COMPLAINT**

Jonathan Gardner declares, pursuant to 28 U.S.C. § 1746, as follows:

1. I am of counsel at the law firm of Labaton Sucharow LLP, attorneys for Lead Plaintiffs Alaska Hotel & Restaurant Employees Pension Trust Fund and Norfolk County Retirement System in the referenced action, and a member of the Bar of this Court.

2. I respectfully submit this Declaration in Opposition to Defendants' Motion to Dismiss Plaintiffs' Amended Class Action Complaint in order to put before the Court the following Exhibits:

- a. Exhibit A is a relevant excerpt from a true and correct copy of Care Investment Trust Inc.'s ("Care") Preliminary Prospectus, dated March 29, 2007.
- b. Exhibit B is a true and correct copy of Care's Final Prospectus, 424B1, dated June 22, 2007.

- c. Exhibit C is a true and correct copy of the Credit Suisse Analyst Report, dated August 15, 2007.
- d. Exhibit D is a true and correct copy of the Stock Price Listing for Care stock on August 14, 2007.
- e. Exhibit E is a true and correct copy of Care's SEC Form 8-K and Exhibit 99.1, dated October 2, 2007.
- f. Exhibit F is a true and correct copy of Care's SEC Form 8-K and Exhibits 99.1 and 99.2, dated November 13, 2007.
- g. Exhibit G is a true and correct copy of the Master Repurchase Agreement between Column Financial, Inc. and Care, attached as Exhibit 10.1 to the SEC Form 10-Q, dated November 14, 2007.

I declare under penalty of perjury pursuant to the laws of the United States, that the foregoing is true and correct.

Executed this 9th day of July, 2008, in New York, New York.

/s/ Jonathan Gardner

Jonathan Gardner